



RECORDATION NO. 22362 FILED

AUG 26 '99

12- PM

BOMBARDIER
CAPITAL

Bombardier Capital Rail Inc.

6900 Wedgwood Road, Suite 120

Maple Grove, MN 55311 United States

Telephone 1 (612) 420-8000

Fax 1 (612) 420-8003

<http://www.capital.bombardier.com>

August 23, 1999

Surface Transportation Board
Recording Department
1925 K. Street NW, Suite 700
Washington, D.C. 20423

Dear Sir or Madam,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals of Memorandum of Railcar Lease Agreement dated as of March 15, 1999, a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: Bombardier Capital Rail Inc.
(formerly called NorRail, Inc.)
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311
Phone: 612-416-7205

Lessee: Cenex Harvest States Cooperatives
2020 River Front
Mankato, MN 56002-3247
Phone: 507-345-2224

The enclosed Memorandum of Railcar Lease Agreement covers the two (2) 5650 Cu. Ft. PD Covered Hopper Railcars bearing reporting marks and numbers NRLX056259 through NRLX056260, inclusive.

Enclosed is our check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 612-416-7205.

Very truly yours,

Bradley C. Gunstad
Vice President & General Counsel
Enclosures

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AUG 26 '99 12: - PM

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of ~~December~~ ^{MARCH} 15, 199~~8~~⁹ by and between NorRail, Inc., a Minnesota Corporation ("Lessor") and Cenex Harvest States Cooperatives, on behalf of its Oilseed Processing and Refining Division, a Minnesota Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 1815 dated ~~December~~ ^{MARCH} 15, 199~~8~~⁹ between Lessor and Lessee (hereinafter referred to as the "Lease").
2. Pursuant to Schedule No. 1 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the two (2) covered hopper railcars bearing the reporting marks and road numbers (to be advised by Lessor), all as more particularly described in the Lease.
3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: NorRail, Inc.

LESSEE: Cenex Harvest States Cooperatives
on behalf of its Oilseed
Processing and Refining Division

By: L. Lee Struble
L. Lee Struble
Vice President-Sales

By: Bradley C. Gunstad
Bradley C. Gunstad
Vice President & General Counsel

By: James D. Tibbetts
James D. Tibbetts
Executive Vice President, Foods Group

By: _____
Its: _____

EXHIBIT A
TO
MASTER RAILCAR SERVICE AND LEASE AGREEMENT NO. 1815
Schedule No. 1

NRLX056259

NRLX056260

STATE OF MINNESOTA, COUNTY OF RAMSEY, TO WIT:

On this 12th day of ^{MARCH} ~~December~~, ¹⁹⁹⁹ ~~1998~~ before me personally appeared, JAMES D. TIBBETS and _____, to me personally known, who being by me duly sworn, says that they are the EXECUTIVE VICE PRESIDENT and _____, respectively of Cenex Harvest States Cooperatives, on behalf of its Oilseed Processing and Refining Division, a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



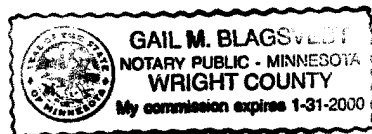
Teresa A. Richter
Notary Public

My commission expires: _____

STATE OF MINNESOTA, COUNTY OF WRIGHT, TO WIT:

On this 15th day of ^{MARCH} ~~December~~, ⁹ ~~1998~~ before me personally appeared, L. Lee Stubble and Bradley C. Gunster, to me personally known, who being by me duly sworn, says that they are the V.P. Sales and V.P. General Counsel, respectively of NorRail, Inc., a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)



Gail M. Blaguest
Notary Public

My commission expires: 1-31-2000